

Harvey R. Miller
Stephen Karotkin
Joseph H. Smolinsky
WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, New York 10153
PHONE: (212) 310-8000
FAX: (212) 310-8007

Attorneys for Debtors
and Debtors in Possession

**UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK**

-----X	:	
In re	:	Chapter 11 Case No.
	:	
GENERAL MOTORS CORP., et al.,	:	09-50026 (REG)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----X		

**SUPPLEMENTAL DECLARATION OF ALBERT A. KOCH OF AP SERVICES, LLC
AS CRISIS MANAGERS AND CHIEF RESTRUCTURING OFFICER
TO THE DEBTORS AND DEBTORS IN POSSESSION**

I, Albert A. Koch being duly sworn, state the following under penalty of perjury.

1. I am a managing director of AlixPartners, LLP ("AlixPartners"), AlixPartners is an affiliate of AP Services, LLC ("APS"), a Delaware limited liability partnership, which has as its principal place of business 2000 Town Center, Suite 2400, Southfield, Michigan 48075

2. On June 12, 2009, I executed my original declaration (the "Original Declaration"), in support of the application (the "Application"), dated June 12, 2009, of General Motors Corporation, and its affiliated debtors and debtors in possession for entry of an order (the "Order") authorizing the Debtors to employ and retain APS, as their crisis managers and

designating Albert A. Koch as Chief Restructuring Officer, pursuant to 11 U.S.C. § 363 of the Bankruptcy Code, 11 U.S.C. §§ 101-1532 and the Local Rules of the Bankruptcy Practice and Procedures of the United States Bankruptcy Court for the Southern District of New York and under the terms and conditions set forth in the Application.

3. Except as otherwise noted, I have personal knowledge of the matters set forth herein and, if called as a witness, would testify competently thereto.

4. In the Original Declaration, I stated that APS reserved the right to supplement its declaration in the event that APS discovered any facts bearing on matters described in the Original Declaration regarding APS' employment by the Debtors, accordingly, APS wishes to disclose the following:

5. The previous disclosure item regarding Hayes Lemmerz International, Inc., is hereby replaced with the following:

- Hayes Lemmerz International, Inc., ("Hayes Lemmerz"), a supplier to the Debtors, is a current client of APS, and a managing director of AlixPartners is acting as Chief Restructuring Officer of Hayes Lemmerz. AlixPartners is not involved, however, in customer negotiations or other issues directly adverse to the Debtors and their affiliates. To alleviate any potential conflict concerns, AlixPartners has placed an information barrier between Hayes Lemmerz and the Debtors and their affiliates. APS will also maintain separate engagement teams, but in limited circumstances to address staffing needs, APS may permit employees of AlixPartners who have concluded work on the Hayes engagement to work on the General Motors engagement. AlixPartners will continue to ensure that no confidential information related to one client is disclosed to the other.

6. At the request of the Debtors¹, AlixPartners is negotiating a potential engagement with a prospective purchaser of Debtors' assets ("New GM") to transition certain performance improvement and integration tasks from the Debtors to New GM subsequent to

¹ Currently it is anticipated that substantially all of Debtors' management and senior personnel will transfer to New GM after the closing of the 363 Sale.

closing on the pending sale of certain of Debtors' businesses and assets ("363 Sale"). If engaged by New GM, AlixPartners may potentially assist New GM with the following performance improvement and integration tasks, each of which is either a continuation or a logical extension of APS' prior work for the Debtors, and which is unrelated to the wind-down of the Debtors or the administration of its estate.

- Performance Improvements across select – Vehicle Sales Service and Marketing ("VSSM"), Manufacturing, Human Resources and Finance Contracts;
- Integration of acquired Delphi plants;
- Information Systems and Services restructuring;
- Assist with the SAAB divestiture;
- Assist New GM with the sale of the Opel equity stake;
- Assist New GM with the Opel post-merger integration activities (e.g. cost reduction)
- Assist New GM with contracts management, cure disputes, trade agreements and related matters including tracking systems and accounting processes regarding the same.
- Such other matters that may be requested that fall within AlixPartners' expertise and that are mutually agreeable.

7. For the avoidance of doubt, AlixPartners will not undertake for New GM: (i) work on any matters for New GM directly opposite to or potentially in conflict with the Debtors, or (ii) negotiations on behalf of New GM in connection with any issue involving the Debtors.

8. In connection with the New GM engagement, certain members of the Debtors engagement team may cease working on the Debtors' engagement and may work on the New GM engagement. After the closing of the 363 Sale, AlixPartners and APS will, to the extent possible, maintain separate engagement teams with respect to the Debtors and New GM. AlixPartners anticipates, however, that due to the unique situation presented by the 363 Sale and the historical knowledge and experience of the Debtors' engagement team, certain members of

the Debtors' engagement team may also simultaneously work on the New GM engagement. In all circumstances, however, AlixPartners and APS will continue to ensure that no confidential information related to one party is disclosed to the other, except to the extent they obtain mutual client consent..

9. AlixPartners and APS do not believe that the potential engagements with Debtors and New GM represent a conflict. APS will update its disclosures in this case in the event that it is ultimately engaged by New GM and will disclose any additional tasks agreed to by AlixPartners and New GM.

10. APS continues to submit that it holds no adverse interest as to the matters for which it has been employed by the Debtors and continues to reserve the right to supplement this and the Original Declaration in the event that APS discovers any facts bearing on matters described in this supplemental declaration regarding APS' employment by the Debtors. If any new material relevant facts or relationships are discovered or arise, APS will promptly file a supplemental affidavit pursuant to Bankruptcy Rule 2014(a).

Dated this 22nd day of June, 2009



Albert A. Koch